

**IN THE UNITED STATES DISTRICT COURT FOR
THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

DAVID PHELPS, Individually and on
Behalf of All Others Similarly Situated,)
Plaintiff,)
v.)
DELEK US HOLDINGS, INC., DELEK)
HOLDCO, INC. EZRA UZI YEMIN,)
WILLIAM J. FINNERTY, CARLOS E.)
JORDA, CHARLES H. LEONARD,)
GARY M. SULLIVAN, JR., SHLOMO)
ZOHAR, and AVI GEFFEN,)
Defendants.)
Case No. 3:17-cv-00910

**STIPULATION AND ORDER CONCERNING PLAINTIFF'S
VOLUNTARY DISMISSAL OF THIS ACTION AND PLAINTIFF'S
ANTICIPATED APPLICATION FOR AN AWARD OF
ATTORNEYS' FEES AND EXPENSES**

WHEREAS, on June 14, 2017, Plaintiff filed the above-captioned action (the “Action”) challenging the disclosures made by Delek US Holdings, Inc. (“Delek”) in connection with the proposed acquisition of Alon USA Energy, Inc. by Delek, pursuant to a definitive agreement and plan of merger filed with the United States Securities and Exchange Commission (“SEC”) on January 2, 2017 (the “Transaction”);

WHEREAS, on May 30, 2017, Delek filed a Definitive Proxy Statement in support of the Transaction (the “Proxy”);

WHEREAS, the Action asserts claims for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. §§ 78n(a), 78t(a), SEC Rule

14a-9, 17 C.F.R. 240.14a-9, and Regulation G, 17 C.F.R. § 244.100, in connection with the Transaction and its Proxy;

WHEREAS, on June 16, 2017, Plaintiff sent Defendants a formal demand letter requesting supplemental disclosures be made to the Proxy;

WHEREAS, on June 19, 2017, Delek filed a supplement to the Proxy in Form 8K that included certain additional information relating to the Transaction that mooted Plaintiff's claims (the "Supplemental Disclosures");

WHEREAS, Plaintiff's counsel intends to assert a claim for mootness fees and expenses in connection with the mooted claims (the "Fee Application"), and seek Court intervention if the parties cannot resolve Plaintiff's Fee Application;

WHEREAS, all of the Defendants in the Action reserve all rights, arguments, and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action;

WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly or indirectly to Plaintiff or his attorneys and no promise, understanding, or agreement to give any such compensation has been made, nor have the parties had any discussions concerning the amount of any mootness fee application; and

WHEREAS, Defendants have denied and continue to deny any wrongdoing, contend that no claim asserted in the Action was ever meritorious, and deny that any award for mootness fees and expenses is justified;

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys for the respective parties:

1. Plaintiff hereby voluntarily dismisses this action with prejudice pursuant to Fed. R. Civ. P. 41(a)(1). The dismissal is as to Plaintiff only and has no effect upon the absent members of the putative class.

2. This Court retains continuing jurisdiction over the parties in this action solely for purposes of further proceedings related to the adjudication of Plaintiff's anticipated application for an award of attorneys' fees and expenses.

3. If the parties are able to resolve Plaintiff's claim for attorneys' fees and expenses, they shall promptly notify the Court.

4. If the parties are unable to resolve Plaintiff's claim for attorneys' fees and expenses, Plaintiff shall file a motion seeking such relief. This stipulation is without prejudice to any position, claim, or defense any party may assert with respect to any anticipated application for an award of attorneys' fees and expenses or any matter related thereto, which includes Defendants' right to challenge the basis for, as well as the amount of, any such application.

IT IS SO STIPULATED.

/s/ J. Gerard Stranch, IV

J. Gerard Stranch, IV, BPR# 23045

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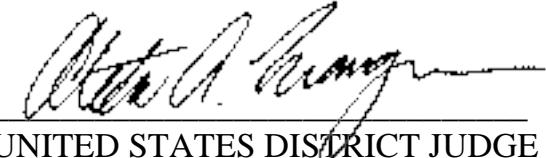
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Attorneys for Defendants

Respectfully submitted this 29th day of June, 2017

IT IS SO ORDERED this 29th day of June 2017



UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I HEREBY CERTIFY THAT ON June 29, 2017, I authorized the electronic filing of the foregoing document with the Clerk of the Court via the CM/ECF system. The CM/ECF system will provide service via a Notice of Electronic Filing (NEF) to the parties registered in this case.

I declare under penalty of perjury under the laws of the United States and the State of Tennessee that the foregoing is true and correct.

Executed this 29th day of June, 2017.

By:/s/ J. Gerard Stranch, IV